

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

----- x -----
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x -----

AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL

STATE OF GEORGIA)
) ss:
COUNTY OF FULTON)

DARYL R. BUFFENSTEIN, being duly sworn, deposes and says:

1. I am a partner with the law firm of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings"), which firm maintains offices at several locations, including 600 Peachtree Street, N.E., Twenty-Fourth Floor, Atlanta, Georgia 30308.

2. Neither I, Paul Hastings, nor any partner, of counsel, associate, or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Paul Hastings has represented and advised the Debtors on immigration matters since April 1999.

4. The Debtors have requested, and Paul Hastings has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. More specifically, the Debtors have requested, and Paul Hastings proposes, to render the following services to the Debtors (collectively, the "Immigration Matters"): Paul Hastings will continue to advise and assist the Debtors with respect to all legal, procedural, and compliance-related aspects of transferring international personnel from abroad and of hiring foreign nationals, where necessary.

5. Paul Hastings intends to submit monthly fee statements to the Debtors that (a) show the firm's services, (b) seek payment for such services on an hourly basis, and (c) seek reimbursement of the firm's actual, necessary expenses and charges incurred by the firm. Paul Hastings' hourly rates vary with the experience, seniority, and location of

the individuals assigned. Paul Hastings' current hourly rates, subject to change from time to time, in the United States range from \$485 to \$750 for partners, from \$420 to \$775 for counsel, from \$220 to \$550 for associates, and from \$115 to \$275 for paraprofessionals and staff.

6. The Paul Hastings attorneys expected to be most active in the Debtors' chapter 11 cases and their current standard hourly rates include:

Daryl R. Buffenstein, Partner, Employment, Atlanta	\$535 per hour
Samantha Weidenbaum, Associate, Employment, Atlanta	\$395 per hour
Kevin Miner, Associate, Employment, Atlanta	\$375 per hour

7. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other Paul Hastings attorneys, paralegals, and/or immigration assistants, at significantly lower rates, will from time to time serve the Debtors.

8. No promises have been received by Paul Hastings or any partner, of counsel, associate, or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

9. Paul Hastings has no agreement with any entity to share with such entity any compensation received by Paul Hastings.

10. Paul Hastings and its partners, of counsel, associates, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters unrelated to the matters on which the firm seeks to be retained. Annexed hereto as Exhibit A is a list of certain interested parties (or their affiliates) whom Paul Hastings represents, or has represented in the past, in matters unrelated to the Immigration Matters. Paul Hastings will not represent any such entity or individual in the Debtors' chapter 11 cases without the Debtors' written consent, the United States Trustee's approval, and the Court's authorization.

11. Paul Hastings regularly represents the General Electric Company and its affiliates, including GE Capital Commercial Finance, Inc. ("GE"), in connection with various financial transactions. The Firm has been asked to represent GE in connection with certain debtor-in-possession financing to be provided to the Debtors in these cases (the "GE Matters"). GE will not serve as the lead agent, but will participate in the financing. The GE Matters are unrelated to the Immigration Matters.

12. Paul Hastings understands that the General Electric Company is a member of the Official Committee of Unsecured Creditors. Paul Hastings will not represent the General Electric Company in this capacity or as a general unsecured creditor in these cases. Paul Hastings understands that the General Electric Company has retained separate counsel for these purposes.

13. The Debtors and GE have signed written consents and conflict waivers with respect to Paul Hastings' concurrent representation of the Debtors and GE, provided that Paul Hastings maintains complete separation (an ethical wall) between the attorneys, files, and information relating to Paul Hastings' representation of the Debtors and those relating to Paul Hastings' representation of GE in relation to the Debtors. Paul Hastings¹ will not represent GE in any respect in connection with the Immigration Matters.¹

14. Paul Hastings regularly represents Morgan Stanley & Co. ("Morgan Stanley") in connection with various financial transactions. The Firm was asked to represent Morgan Stanley in connection with its research into and investments in publicly traded securities issued by the Debtors (the "MS Matters"). To my knowledge, the Firm's work on the MS Matters has concluded. The MS Matters were unrelated to the Immigration Matters.

15. The Debtors and Morgan Stanley signed written consents and conflict waivers with respect to Paul Hastings' concurrent representation of the Debtors and Morgan Stanley, provided that Paul Hastings maintains complete separation (an ethical wall) between the attorneys, files, and information relating to Paul Hastings' representation of the Debtors and those relating to Paul Hastings' representation of Morgan Stanley in relation to the Debtors. Paul Hastings will not represent Morgan Stanley in any respect in connection with the Immigration Matters.²

16. Paul Hastings has imposed (and will continue to impose) further screening procedures. Out of an abundance of caution, these procedures are intended to assure that there will be no inadvertent disclosure of the Debtors' confidential information that could, arguably, adversely affect the Debtors. These screening procedures are also designed to avoid even the appearance of impropriety. Specifically, the Firm and its employees will adhere to the following "ethical walls":

- No attorney who is working on the Immigration Matters will work on the GE Matters, and vice versa;
- No attorney who is working on the Immigration Matters will work on the MS Matters, and vice versa;
- Attorneys who have worked or will be working on the Immigration Matters will not discuss any aspect of the representation with any of the Firm's attorneys who have worked or are working on the GE Matters, and vice versa;
- Attorneys who have worked or will be working on the Immigration Matters will not discuss any aspect of the representation with any of the

¹ Upon request, Paul Hastings will provide the Court and the United States Trustee with a copy of the waivers.

² Upon request, Paul Hastings will provide the Court and the United States Trustee with a copy of the waivers.

Firm's attorneys who have worked or are working on the MS Matters, and vice versa;

- All attorneys, files and information relating to the representation of the Debtors will remain entirely separate from the attorneys, files or information relating to our representation of GE in the chapter 11 cases. In this regard, the GE Matters will be handled by Jesse H. Austin, III, Leslie A. Plaskon, and their team, while the Immigration Matters will be separately handled by Daryl R. Buffenstein and his team;
- All attorneys, files and information relating to the representation of the Debtors will remain entirely separate from the attorneys, files or information relating to our representation of Morgan Stanley in the chapter 11 cases. In this regard, the MS Matters were handled by Hydee R. Feldstein and her team in Los Angeles, while the Immigration Matters have been and will be separately handled by Daryl R. Buffenstein and his team in Atlanta; and
- These screening procedures will be in effect for the duration of Paul Hastings' representation of the Debtors in their chapter 11 proceedings and for the duration of the law firm's representation of GE and Morgan Stanley in matters affecting the Debtors. I believe that such procedures are fully adequate to preclude any inadvertent disclosure of the Debtors' confidential information.

17. Paul Hastings does not represent and does not intend to seek to represent any entity or individual, other than the Debtors, GE, and Morgan Stanley in these chapter 11 proceedings, without the Debtors' written consent, the United States Trustee's approval, and the Court's authorization. Paul Hastings seeks to represent GE and Morgan Stanley only as expressly provided herein.

18. Paul Hastings holds a prepetition claim in the amount of approximately \$59,460 against the Debtors for unpaid legal fees and expenses incurred before the petition date.

19. Neither I, Paul Hastings, nor any partner, of counsel, associate, or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in the matters upon which Paul Hastings is to be engaged.

20. The foregoing constitutes the statement of Paul Hastings pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



DARYL R. BUFFENSTEIN

Subscribed and sworn before me
this 2nd day of February, 2006.



Patricia Garner

Notary Public

Notary Public, Douglas County, Georgia
My Commission Expires April 24, 2008

Exhibit A

**Interested Parties or Their Affiliates or Subsidiaries Whom Paul Hastings
Represents or Has Represented in the Past in Matters Unrelated to the Matters on
Which Paul Hastings Seeks to Be Retained**

Delphi Corporation - Creditors Holding the Fifty Largest Unsecured Claims

General Motors Corp.
Pension Benefit Guaranty Corp. – affiliated with United States of America
Wilmington Trust Company – affiliated with Wilmington Trust Corp.
Freescale Semiconductor Inc. – affiliated with Motorola Inc.
Siemens Automotive Ltd. - affiliated with Siemens AG
PBR Automotive USA Pacific Group Ltd. – affiliated with Hagemeyer NV
NEC Electronics Inc. – affiliated with NEC Corporation
Tyco Electronics Corp. – affiliated with Tyco International Ltd.
Molex Inc.
Panasonic Automotive – affiliated with Matsushita Electric Industrial Co. Ltd.
Olin Corp.
SGS Thompson
Philips Semiconductors – affiliated with Koninklijke Philips Electronics NV
Aw Transmission Engineering Aisin Seiki Co. Ltd. – affiliated with Toyota Motor
Corporation
Applied Bio Systems – affiliated with Applera Corp.
Texas Instruments Inc.
Hitachi Automotive – affiliated with Hitachi Ltd.
Sharp Electronics Corp. – affiliated with Sharp Corporation
TRW Automotive – affiliated with Blackstone Group Limited Partnership
Waupaca Foundry Inc. – affiliated with Ain Plastics, Inc. and Thyssen AG
Hitachi Chemical Asia Pacific – affiliated with Hitachi Ltd.
TDK Corporation of America – affiliated with TDK Electronics Corporation
Pioneer Industrial Components (Pioneer Automotive Electronics Sales Inc.) – affiliated
with Discovision Associates
Fujitsu Ten Corporation – affiliated with Fujitsu Ltd.
Solelectron De Mexico SA de CV / Solelectron Invotronics – affiliated with Solelectron
Corporation
Pechiney Rolled Products – affiliated with Alcan Inc.
Murata Electronics North – affiliated with Murata Manufacturing Company Ltd.
Niles USA Inc. – affiliated with Ripplewood Holdings LLC

Delphi Corporation - Official Committee of Unsecured Creditors

Electronic Data Systems Corp.
General Electric Company
Capital Research & Management Company – affiliated with Capital Group Companies
Wilmington Trust Company – affiliated with Wilmington Trust Corp.
Freescale Semiconductor Inc. – affiliated with Motorola Inc.

Morgan Stanley & Co.
GE Capital Commercial Finance, Inc.

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

----- x -----
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x -----

CERTIFICATE OF SERVICE

The undersigned does hereby certify that a true copy of the foregoing Affidavit of Ordinary Course Professional was served on the parties on the attached Service List by UPS overnight delivery, this 2nd day of February, 2006:

Respectfully submitted

Katherine A. Traxler

Katherine A. Traxler (CA Bar No. 150620)
PAUL, HASTINGS, JANOFSKY &
WALKER LLP
515 South Flower Street
Twenty-Fifth Floor
Los Angeles, California 90071
Telephone: (213) 683-6000
Facsimile: (213) 627-0705

PROPOSED ORDINARY COURSE
COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION

**Service List
By UPS Overnight Delivery**

Debtors

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
Attn: General Counsel

Debtors' Counsel

Skadden, Arps, Slate, Meagher & Flom
333 West Wacker Drive, Suite 2100
Chicago, IL 60606
Attn: John Wm. Butler, Jr., Esq.

U.S. Trustee

The Office of the United States Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Alicia M. Leonhard, Esq.

Counsel to the Creditors' Committee

Latham & Watkins
885 Third Avenue
New York, NY 10022
Attn: Mark A. Broude, Esq.

Counsel for the Agent under the Debtors' Prepetition Credit Facility

Simpson, Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
Attn: Marissa Wesley, Esq.

Counsel for the Agent under the Debtors' Postpetition Credit Facility

Davis, Polk & Wardell
450 Lexington Avenue
New York, NY 10017
Attn: Marlana Melican, Esq.